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FLORIDA PROFIT CORPORATION OR P.A.

GUMENICK HG, INC.

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**ARTICLES OF INCORPORATION  
OF  
GUMENICK HG, INC.**

**ARTICLE 1**

**Name**

The name of the corporation is GUMENICK HG, INC. (hereinafter called the "Corporation").

**ARTICLE 2**

**Address**

The street address of the initial principal office and the mailing address of the corporation is c/o Southgate Apartments, Business Office, 900 West Avenue, Miami Beach, Florida 33139.

**ARTICLE 3**

**Authorized Shares**

The number of shares that the Corporation is authorized to issue is:

<b>Number of Shares Authorized</b>	<b>Par Value Per Share</b>	<b>Class of Stock</b>
1,000	\$ 0.01	Common

**ARTICLE 4**

**Registered Office and Agent**

The street address of the Corporation's initial registered office is c/o Southgate Apartments, Business Office, 900 West Avenue, Miami Beach, Florida 33139, and the name of its initial registered agent at that office is SOPHIA C. GUMENICK.

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**ARTICLE 5****Incorporator**

The name of the Incorporator is SOPHIA C. GUMENICK and the address of the Incorporator is c/o Southgate Apartments, Business Office, 900 West Avenue, Miami Beach, Florida 33139.

**ARTICLE 6****Initial Directors**

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

HARRIET G. GRANDIS  
12860 Bacova Drive  
Glen Allen, Virginia 23060

JEROME GUMENICK  
9518 Arrowdel Court  
Richmond, Virginia 23229

WALLER H. HORSLEY  
5020 Monument Avenue  
Richmond, Virginia 23230

**ARTICLE 7****Indemnification of Officers and Directors**

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE 8****Special Meetings of Shareholders**

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be consid-

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ered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

## ARTICLE 9

### Bylaws

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation as of the 26 day of November, 1999.

Sophia C. Gumenick  
Sophia C. Gumenick, Incorporator

### CONSENT OF REGISTERED AGENT OF GUMENICK HG, INC.

The undersigned, SOPHIA C. GUMENICK, whose business address is c/o Southgate Apartments, Business Office, 900 West Avenue, Miami Beach, Florida 33139, hereby accepts appointment as the initial registered agent of GUMENICK HG, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.

Sophia C. Gumenick  
Sophia C. Gumenick, Registered Agent

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